**GSTC In-Person Board Meeting**

**June 27, 2011**

**Meeting Minutes**

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| **PARTICIPANTS** |
| **Board Members** | **Staff** |
| Kelly Bricker | Amos Bien |
| Ronald Sanabria | Erika Harms |
| Shannon Stowell | Liza Agudelo |
| Mei Zhang | Janice Lichtenwaldt |
| Herve Houdre |  |
| Fabian Roman |  |
| Luigi Cabrini |  |
| Seleni Matus |  |
| Charles Arden-Clarke | **Observers** |
| Jamie Sweeting  | Cathy Parsons, Chair – Accreditation Panel |
| Leilani Latimer |  |
| Jane Ashton |  |
| Dave Burton, for Rick Parnell | **Absent** |
| **On Skype:** | Herbert Hamele |
| Anna Spenceley | Rick Parnell |
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The meeting started at 14:30 at the Barcelona Activa facilities in Barcelona

1. **Welcoming remarks –** Erika Harms

The Executive director welcomed all Directors. Absent members consented that they will approve decisions made at the meeting. Throughout the meeting directors will be briefed on logistics and the great response for the days to come.

Welcome by Chair and call to order of the day – Kelly Bricker

The Board Chair welcomed everyone and thanked the GSTC staff. New Board members, Jane Ashton and Jamie Sweeting were welcomed and introductions were made. An overview was given on the obligations of all Board members. These responsibilities include attendance of in-person meetings, participation in Board resolutions, and an obligation to actively generate ideas that support the GSTC mission. Board members are strongly encouraged to take part in a working group in order to contribute their expertise to these groups.

1. **Walking through Agenda: Guiding Principles of the meeting and Approved Resolutions**
	1. Understanding the GSTC as an organization
	2. The challenges the organization is facing: lack of resources
	3. Review solutions to ensure sustainability of the organization
	4. The Board chair called upon all Board members to look towards the future for the GSTC and to offer their views and visions as to how GSTC will evolve as an organization.

Seleni Matus reviewed the Board minutes from meetings on May 5th and June 2nd. Seleni motioned to approve the May 5th resolutions that address the changes to the By-laws, the Board structure, and the election process. Kelly seconded this decision; there were no further objections. Ronald Sanabria called for the approval of the resolution of the June 2nd meeting. These resolutions address the GSTC logo, the Global Ambassadors of the GSTC, and the agreement with GPST. There were no objections.

1. **Secretariat Presentation – A year in review**

Executive Director, Erika Harms gave an overview of the organization. The objective of this session was to review the progress of the GSTC and future actions that need to be taken.

1. GSTC overview: Establishment of the new organization. The GSTC was established in August 2010. However, the By-laws were written before GSTC existed as an organization. The GSTC was founded with 76 founding members, who were present at the time of the meeting or joined during the following month. Today, there are 155 members. There has been an increase in members due to the advertising for the Annual Membership Meeting.
2. There has been a wide spread of recognition of the GSTC standards. The increased visibility of the GSTC is a result of massive communication efforts, in particular the webinar strategy development. On June 28th, a new campaign will be launched and the new website (a donation) is ready to be launched.
3. The organization’s first approach was to have workshops in different regions (regions defined by UNWTO). The 2010 workshops took place in Australia, Costa Rica, and the Balkans. The 2011 workshops are focused upon engaging Asia to join the GSTC. Erika visited Cambodia in June 2011 to engage with stakeholders and tourism officials. Steve also visited Cambodia to begin the process of implementation, assistance in adjusting the country’s policies in adherence to the GSTC criteria, and assisting the country in the creation of a certification system. A future objective of the GSTC is to have a focus on the operations of the GSTC and to devise successful mechanisms for promoting the GSTC criteria and consolidating the Working Groups (WGs).
4. GSTC joined ISEAL and is working toward following the ISEAL process and review of criteria. In 2008 Egypt used the GSTC to set their certification program and in 2010 India began the creation of its own criteria system. The GSTC has joined ISO Technical Committee 228 on Tourism and Related Activities, as well as its working group on Environmental Standards for Accommodations, which is inclined to use the GSTC section D as its framework.
5. GSTC brand and logo protection: Board members highlighted the number of organizations that are interested in using the criteria. Board members expressed their concern that the success of the GSTC Criteria has led to their use and adaptation by many organizations and entities. GSTC has not been informed of their use and this could lead to the defamation of the criteria. The logo is in the process of being trademarked in US but not yet around the rest of world. An intern has been given the responsibility of helping the GSTC monitor who is using the logo and criteria. It was suggested that Board members also monitor the use of the GSTC criteria and logo and let the Communications Director, Janice Lichtenwaldt, know if it is being used inappropriately.

**Recommendation**: A suggestion was made that users of the GSTC Criteria be requested to inform the GSTC of their use of the criteria and that this should be reviewed for accuracy. A registration of all users of the GSTC criteria was also recommended. A possible format for this registration is Eco-Index. With the Eco-index format all users would have to register their project. The next step would entail the review by a Board member and depending on Board members verification project could then be added to the GSTC list. The differences between loosely following the Criteria, having a recognized standard by the end of 2011, and having accreditation by the end of 2012 should be clearly defined. A mechanism should be put in place for users of the Criteria to be able to inform the GSTC how they are using the criteria and in turn how the GSTC can showcase the appropriate uses of the criteria. A possible measurement tool is a section on the members’ only website where people can see on a map where and how the criteria are being used.

1. The current GSTC membership is at 155 members. There has been a higher source of revenue: Membership has generated approx. US $70,000, not considering renewals. GSTC has under gone a review of organizational structure and governance.
2. Membership council: There are three “selected” additional Board seats that have not been filled; IUCN will not be able to assume this seat. The Secretariat is seeking recommendations for the three seats. The suggested candidates will be recommended to the Board at the next extraordinary meeting in 3 months. There have been changes to the business plan and operational manual for the information of the Board. The Ambassadors’ Council (formerly advisory council) is being filled. These members of the Ambassadors council have not been invited to this meeting as the election process is not completed.
3. Description of the working groups and their roles: An overview of the various GSTC working groups. Specific discussions of each working group were to be held later.
4. **Financials of the Organization – Finance committee**
	1. David Burton from UNF presented the financial situation of the council and highlighted the needs of the revenue funding. UNF will continue to provide in-kind support, which is worth about $300k annually. This is not included in financials. UNF will not provide additional cash funding. David presented the 2012 budget and what needs to be cut if necessary and what expenditures need to be made to accomplish primary goals. It was posed to the Board whether marketing and PR is underfunded; in the future GSTC hopes to increase its budget for PR. David indicated to the Board that GSTC is now a viable organization that would be attractive for funders.
	2. The Board discussed how long funds will last and where expenses can be cut
	3. The Board agreed that with little room to cut on expenses, emphasis needed to be made on the income.

**Recommendations**:

* It was recommended to find a way to reflect the in-kind support GSTC has received to date to use this information as leverage for future requests for grants. This would make for a strong case for donors, so that they could quantify how much money GSTC has. A form should be created and then those numbers incorporated into the budget. Board members requested to see updated projection for all of 2011. David suggested adding one more staff member, increasing membership by 50% while losing 30% of renewals, and increasing travel budget. Budget relies heavily on sponsorships, services (e.g. education and training), and project-based grants. Core funding must be reinforced.
* All in kind donations from UNF must be documented in order to present a stronger case with donors. In addition, David offered designing a format for recording in-kind support. Erika indicated that this could be integrated into budget, including Board members and working groups.
* It was advised that GSTC should switch the picture and focus on how to generate revenue rather than cut the expense.
* It was advised for GSTC to examine where the organization needs to go and then propose expenditures. GSTC should review the budget from today until the end of the year based on real expenses to date; using realistic numbers. It is suggested by several members that the discussion on June 28 should contemplate several scenarios. It was indicated that GSTC must focus on both income generation and prioritizing expenditures. David suggested using the tool they have developed for UNF.
* Erika offered to have these scenario cases and numbers prepared for the Board by next month.
* The Board would like to have an updated financial report every quarterly Board meeting to see financial situation of the GSTC. As well as the information of what has been secured for 2012 ($79,000 plus something at the beginning of 2011 from the final $121,000 allocated to 2010)
1. **Certification bodies on the Board**
	1. The presence of certification bodies on the Board: Amos Bien presented the difficulties of having certification bodies on the Board. Four possible options were presented:
2. Should the By-laws remain as they are? –or–
3. Should the current prohibition on certification bodies be expanded to include accreditation bodies, standards setting bodies, entities that conduct verification but not certification, and those that provide technical assistance? –or–
4. On the contrary, should any or all of these entities be permitted to serve on the Board, while excusing themselves from participating in any votes or discussions that might imply a conflict of interest?
5. Alternatively, if certification bodies or others are permitted to serve on the Board, should there be a Board seat reserved for this affinity group, whose members would choose their representative? (In other words, should certification bodies be obliged to elect a single voting representative to sit on the Board and represent their interests?)
	1. Board members responded to these options. Many agreed GSTC should not restrict membership for anyone. GSTC must recognize that Certification Programs are stakeholders and therefore they cannot be excluded. They need to be brought to the table
	2. A category should be made so that any accreditation body can join. Anyone who is going to get accredited shouldn’t be on the Board based on conflict of interest and appearance to the consumer. This does not apply to certification bodies. It is important that GSTC outlines its intentions very clearly to eliminate confusion; only standards can go through Phase 1 accreditation and be “recognized.” A potential model to follow is that of STSC who has a chamber that elects a chair who can come to the Board meetings and represent their interests. However this could prove to be difficult for smaller certification programs.
	3. Importance in employing safeguards. There should be a quota of 1-2 max certification programs on the Board in order to prevent a conflict of interest.
	4. A potential solution is to make these non-voting members. Another option is to identify one (1) Board seat for a certification body

Erika presented the accreditation bodies have not been approved and other’s opinions on the acceptance of certification

**Recommendations**: The GSTC Secretariat will examine the pros and cons of the presence of a certification program on the Board of Directors and return to the Board with the options. Perhaps Certification should be put under the category of supporting business and a working group will be created for certifications. GSTC could approach certification programs and find out how they want to be involved, a potential measurement tool for this is by offering a survey. All certification bodies will be contacted, not solely members. GSTC will contact Forest Stewardship Council (FSC), Marine Stewardship Council (MSC) and World Wildlife Fund (WWF) for their lessons learned. For now the By-laws remain the same; will be revised once the GSTC gets the feedback from certifications.

A motion was made to engage certification programs through the use of a survey questioning whether they would like to be part of a working group. By -laws will remain the same but GSTC will make the effort to have feedback from accreditation programs. No objections were made.

**Adjourn**

At 18:00 the Chair closed the meeting; the Board of Directors will reconvene at 09:00 on June 28, 2011

***SUMMARY OF RECOMMENDATIONS***

**Secretariat Presentation – A year in review**

***Be it recommended:*** *Users of the GSTC Criteria be requested to inform the GSTC of their use of the criteria and this will be reviewed for accuracy. Users of the criteria must be registered. A possible registration format is the Eco-Index. The difference between loosely following the Criteria, having a recognized standard by the end of 2011, and having accreditation by the end of 2012 should be clearly defined. A mechanism is needed to communicate to the GSTC Secretariat how and where the criteria is being used. A possible measurement tool is a section on the members’ only website where people can see on a map where and how the criterion is being used.*

**Financials of the GSTC**

***Be it recommended:*** *Distribute to Board members an updated projection for all of 2011. GSTC will focus on core funding and both income generation and prioritizing expenditures. The Board would like the Secretariat to prepare scenario cases and numbers for the Board by next month. The Board would like to have an updated financial report every quarterly Board meeting to see financial situation of the GSTC and the information of what has been secured for 2012 ($79,000 plus something at the beginning of 2011 from the final $121,000 allocated to 2010)*

**Certification Bodies**

***Be it recommended:*** *The GSTC Secretariat will collect the information and pros and cons of the presence of a certification body on the Board and present a report to the Board with the options; the Board will decide the best option. The GSTC will approach certification programs and find out how they want to be involved, a potential measurement tool for this is by offering a survey. All certification bodies will be contacted, not solely members. GSTC will contact Forest Stewardship Council (FSC), Marine Stewardship Council (MSC) and World Wildlife Fund (WWF) for their lessons learned. For now the By-laws remain the same; will be revised once the organization gets feedback from certifications.*

***SUMMARY OF RESOLUTIONS***

**OPERATIONAL MANUAL**

***Be it resolved:*** *The Board has no objections to content of the Operational Manual. Within two weeks of this Board Meeting it will provide any recommendations regarding reviews, additional sections, or any suggestions it may consider relevant.*

***Be it resolved:*** *The Board suggests that any section that complements the By-laws should be made publicly available via the members’ only section. However, sections pertaining the day to day operations of the organization do not need to be displayed publicly but can be made available upon request of a member.*

***Be it resolved:*** *The Board delegates on the Executive Committee review and updates to the Operational Manual. Any changes that are not cosmetic will be reported to the Board on the following scheduled Board meeting.*

In Favor : all Opposed: 0 Abstentions: 0 - RESOLUTIONS PASSED

**AMENDMENTS TO THE BY-LAWS**

**Article V- Board of Directors.**

**Resolution***: To ensure that there is a regional, category and gender balance in the group it is suggested to add to Article V, Section 2, Point 2 (“Up to five (5) additional seats from within or outside the Membership Council, assigned by the Board to outstanding individuals and organizations that will further the mission and vision of GSTC, through their contributions and access to prominent networks or visibility”) the following language: “ In assigning these seats balance will be sought between category, geographical representation and gender*.“

***Be it resolved****: to add the following language to Article V, Section 2, Point 2: “In assigning these seats balance will be sought in regard to category, geographical representation and gender within the overall Board.”*

In Favor : all Opposed: 0 Abstentions: 0 - RESOLUTION PASSED

**Resolution**: *Because the process for Selected Board members was not described in the By-laws, on Article V the Board decides to create a new Section 6 to describe the selection of the Selected Board members. The text will read:*

***Be it resolved****: to create Section 6 (“Selected Board Members”): All Directors shall be over eighteen years of age, nominated and seconded by any elected Director. The Director will be selected with a 2/3 majority vote. The selected Directors will serve on the Board for one year, with the possibility to two consecutive terms. This selection will not preclude selected Directors to run in the election process for future terms.”*

In Favor : all Opposed: 0 Abstentions: 0 - RESOLUTION PASSED

**Resolution** *The Board has 4 meetings a year, one of them may or may not coincide with the annual in person meeting. Missing 3 meetings in a year constitutes 75% of the time. This does not benefit the organizations. The meetings times are dictated by the By-laws; Board members are familiar with the dates. Annual in person meetings are set at least 6 months in advanced, giving ample time to program*

***Be it resolved****: to amend Article V, Section 8 Removal as follows: “A Director shall cease to hold office and be removed in the event that said Director fails to attend in person or by other communication three meetings of the Board in one year, such cessation to occur at the conclusion of the third meeting missed”*

In Favor : all Opposed: 0 Abstentions: 0 - RESOLUTION PASSED

***Be it resolved****: to amend* create a “leave of absence” clause and institutionalize it into the Operations Manual. When a Director has missed two meetings, the Chair will send the Director a letter. The Chair and Executive Director will have some leeway in applying the rules to ensure the support the GSTC needs.

In Favor : all Opposed: 0 Abstentions: 0 - RESOLUTION PASSED

**Article VIII – Advisory Board**

**Proposed Resolution:** *As per agreement in the last Board meeting on June 2nd 2011, the Advisory Body becomes an Ambassadors Circle with Global Ambassadors. The Board approves the text as shown in the By-laws and reads*:

**ARTICLE VIII GLOBAL AMBASSADORS**

**Section 1. Overview. The Global Ambassadors** will be a group of outstanding and visible individuals, from within or outside the Membership Council, leaders in their fields, that will help further the mission and vision of the GSTC, through their financial contributions, access to networks, or public visibility.

**Section 2. Objectives.** The objectives of the Global Ambassadors are to provide the Board and GSTC strategic guidance and financial resources to accomplish the mission, vision and objectives of GSTC. They will also help position the GSTC within the business community and to the general public.

**Section3. Responsibilities.** The Global Ambassadors do not create policy but serve as an important resource to guide the mission, vision and objectives of the organization. If they bring particular expertise they may be called upon to reflect upon particular decisions or to provide guidance to the Board, Secretariat or Working Groups.

**Section 4. Size and Composition.** The Global Ambassadors will not have a size limit. Global Advisors will serve for a period of two years, with the possibility of serving subsequent terms, based on decision of the Board.

***Recommendation****:*

*Table discussion until discussion begins on the GSTC Global Ambassadors.*

**ARTICLE XI – ACCREDITATION**

**Proposed Resolution**: This resolution will be determined by discussion of the Board after the presentation of the Chair of the Accreditation Panel. It may require revisions to the current text.

***Recommendation****: Wait to discuss until the Board has seen the presentation.*